

**Dinesh Mehta & Co.,
Company Secretaries.**

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Combined Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Integra Switchgear Limited,
Por, Vadodara.

Subject: Combined Report of Scrutinizer on voting by remote e-voting and e-voting facility provided to the shareholders during of the 28th Annual General Meeting of the Shareholders of Integra Switchgear Limited held on 28th September, 2020 at 2.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

1. We, Dineshchandra Mangaldas Mehta of Dinesh Mehta & Co., Company Secretary in practice was appointed as Scrutinizer by the Board of Directors vide resolution dated 13th August, 2020 of Integra Switchgear Limited for the purpose of scrutinizing remote e-voting process and e voting conducted during the 28th Annual General Meeting held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to Section 108, 109 and other provisions applicable, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. We confirm the following:

The notice of AGM dated 13th August, 2020 convening the 28th Annual General Meeting of the Shareholders of Integra Switchgear Limited to be held on Monday, 28th September, 2020 at 2.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") was sent to the shareholders by email only to those members whose email address are registered with the Company on 5th September, 2020.

For Dinesh Mehta & Co.,
Company Secretaries


Dinesh Mehta
Proprietor
C.P. No. 2127

The 28th Annual General Meeting of the Company was held on 28th September, 2020 in compliance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (referred to as "SEBI Circular") without the physical presence of the Members at a common venue.

3. The company has availed the remote e-voting prior to AGM and e-voting facility during the AGM from Central Depository Securities Limited (CDSL) for conducting e-voting by the shareholders of the company.
4. The shareholders of the company holding shares as on the "cut-off" date of 21st September, 2020 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the Notice of the 28th Annual General Meeting of Integra Switchgear Limited.
5. The voting period for e-voting commenced on 25th September, 2020 at 9.00 a.m. and ended on 27th September, 2020 at 5.00 p.m.
6. The e-voting facility was provided during the AGM for those shareholders who were present at the meeting through VC / OVAM and not availed service of remote e-voting facility provided prior to AGM.
7. After the closure of the e-voting process provided during the AGM, the votes cast through remote e-voting facility prior to AGM were unblocked on 28th September, 2020 at around 3.40 p.m. in presence of two witnesses who are not in employment of the Company.
8. We submit herewith combined scrutinizer's report on the resolutions contained in the notice of the 28th Annual General Meeting based on the scrutiny of remote e-voting and e-voting during the AGM and as per the database of e-voting facility prior to AGM and during the AGM provided by Central Depository Services (India) Limited (CDSL).
9. The results of remote e-voting together with e-voting during the Annual General Meeting held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") are as under:

For Dinesh Mehta & Co.
Company Secretaries


Dinesh Mehta
Proprietor
C.P. No. 2127

DETAILS OF VOTING RESULTS:

| | |
|---|-----------|
| Total no. of shareholders attended the annual general meeting through Video conferencing (VC): | 29 |
| • Promoters and Promoter Group | 21 |
| • Public Shareholders | 8 |
| • Total votes casted during the AGM | 147000 |
| • Votes in favour | 147000 |
| • Votes against | 0 |
| • Votes abstain | 0 |
| Total no. of shareholders voted electronically prior to AGM at the remote e-voting facility | 29 |
| • Promoters and Promoter Group | 21 |
| • Public Shareholders | 8 |
| • Total votes casted during remote e-voting | 1452600 |
| • Votes in favour | 1452600 |
| • Votes against | - |
| • Votes abstain | - |
| Total no. of shareholders voted electronically during AGM by using e-voting facility | 5 |
| • Promoters and Promoter Group | 0 |
| • Public Shareholders | 5 |

For Dinesh Mehta & Co.
Company Secretaries


Dinesh Mehta
Proprietor
C.P. No. 2127

| RESOLUTION NO | PARTICULARS OF VOTES CAST THROUGH E-VOTING | | |
|--|--|---------------------------|------------------|
| | VOTES IN FAVOUR NO & % | VOTES CAST AGAINST NO & % | TOTAL VOTES CAST |
| Resolution No. 1 as Ordinary Resolution Adoption of audited Balance Sheet as at 31st March 2020 and the Profit and Loss Account for the year ended on that day and the Directors' and the Auditors' Report thereon. | 1599600 | 0 | 0 |
| Resolution No. 2 as Ordinary Resolution Re-appointment of Mrs. Mayuri Pankaj Vora as Director. | 1599600 | 0 | 0 |
| Resolution No.3 as Special Resolution Sell undertaking of the Company situated at 10, GIDC, Por Ramangamdi, Dist Vadodara and to give authority to the Board of the Directors to sell and transfer. | 1599600 | 0 | 0 |
| Resolution No.4 as Special Resolution To shift the registered office of the Company from 10, G.I.D.C., Por - Ramangamdi, Dist. Vadodara- 391243 to 343, GIDC Estate, D Lane, Makarpura, Vadodara - 390010, Gujarat with effect from 1 st October, 2020 | 1599600 | 0 | 0 |

For Dinesh Mehta & Co.
Company Secretaries

Dinesh Mehta
Dinesh Mehta
Proprietor
C.P. No. 2197

| | | | |
|--|---------|---|---|
| <p>Resolution No.5 as Special Resolution</p> <p>Appointment of Mr. Jagesh Mahendrabhai Doshi (DIN - 00259347) as Independent director, whose first term of five years expires on 29th September, 2020 and eligible to re-appoint as Independent director for the second term of five years with effect from 30th September, 2020</p> | 1599600 | 0 | 0 |
| <p>Resolution No.6 as Special Resolution</p> <p>Appointment of Mr. Pankaj Jamnadas Vora (DIN:00259241) as Whole-time Director of the Company for a period of five years with effect from the 13th August, 2020.</p> | 1599600 | 0 | 0 |

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Director for safe keeping thereafter.

Thanking you,

In witness:

Yours faithfully,
For Dinesh Mehta & Co,



Dinesh Mehta,
Company Secretaries
FCS: 8419 CP: 2127
Place: Vadodara

Dated: 29th September, 2020
UDIN: F008419B000802575